

... - ...

NOW, THEREFORE, the Company in consideration of the premises and of the sum of Ten Dollars received by the Company from the Mortgagee and other good and valuable consideration, the receipt whereof is hereby acknowledged, and in order to secure equally and ratably the payment of the principal of and interest on the Notes according to their tenor and effect and to secure the payment of all other indebtedness described in the Original

Mortgage and the performance and observance of all the covenants and conditions contained in the Notes, the Original Mortgage and the Loan Agreement, and in each and every agreement or supplement thereto heretofore or hereafter executed provided to be performed or observed by the Company, the Company does hereby grant, bargain, sell, convey, warrant, mortgage, pledge and hypothecate unto the Mortgagee and its assigns forever, and grant a security interest in, all and singular, the following described properties, rights, interests and privileges, that is to say:

#### DIVISION I

The box cars described in and bearing the numbers listed in Schedule I attached hereto and made a part hereof, being some of the box cars leased and delivered to St. Louis - San Francisco Railway Company (the "Lessee") under that certain Lease Agreement dated as of March 1, 1972 (the "Lease") between the Company, as Lessor, and the Lessee; and

#### DIVISION II

All accessories, equipment, parts and appurtenances appertaining or attached to any of the property hereinabove described, whether now owned or hereafter acquired, and all substitutions, renewals and replacements of and additions, improvements, accessions and accumulations to any and all of said property, together with all the rents, issues, income, profits and avails thereof.

SUBJECT, HOWEVER, to (a) the right and the interest of the Lessee under the Lease, and (b) the lien of current taxes and assessments not in default, or, if delinquent, the validity of which is being contested in good faith;

TO HAVE AND TO HOLD the property described in the Original Mortgage and in this Supplement, and all other property mortgaged under the Original Mortgage unto the Mortgagee and its assigns forever for the uses and purposes in the Original Mortgage set forth.

The Company hereby covenants, warrants and agrees that it is lawfully seized and possessed of the box cars described in Division I of the granting clause hereof and has good right, full power and authority to convey, transfer and mortgage said box cars to the Trustee for the uses and purposes herein set forth, and the box cars described in said Division I are owned by the Company free and clear of any and all liens, encumbrances, (excepting only the lien of current ad valorem taxes not in default and the right, title and interest of the Lessee under the Lease), and that the Company will warrant and defend the title to the box cars against all claims and demands whatsoever (excepting only the right and the interest of the Lessee under the Lease).

The Company further covenants and agrees to perform and observe fully and punctually all of the covenants and agreements contained in the Original Mortgage, all such covenants and agreements being hereby ratified, approved and confirmed.

This Supplement may be executed acknowledged and delivered in any number of counterparts, each of such counterparts constituting an original, but all together only one instrument.

All the covenants, stipulations, premises, undertakings and agreements herein contained by or on behalf of the Company shall be binding upon the Company and its successors and assigns.

IN WITNESS WHEREOF, The York Bank and Trust Company has caused this Supplement to be executed on its behalf by its VICE President and its corporate seal to be hereunto affixed and attested by its \_\_\_\_\_ Secretary, all as of the day and year above written.

THE YORK BANK AND TRUST COMPANY

By R. E. Rukbauch  
Its Vice President

(corporate seal)

Attest:

[Signature]  
Its \_\_\_\_\_ Secretary

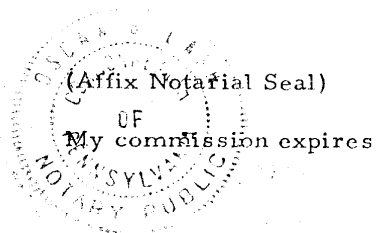
COMMONWEALTH OF PENNSYLVANIA :

: ss

COUNTY OF YORK :

On this 8TH day of NOVEMBER, 1974, before me personally appeared RODNEY E. RUKBAUCH to me personally known who being by me duly sworn, says that he is VICE President of The York Bank and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Oscar B. Lash  
Notary Public



OSCAR B. LASH, Notary Public  
My Commission Expires Mar. 12, 1973  
YORK, YORK COUNTY, PENNSYLVANIA

SCHEDULE I

200 40' 5 1/2" double sheathed box cars rebuilt to 50 ton  
50' 5 1/2" box cars with 10' 0" sliding doors, bearing  
numbers SL - SF 43000 through 43199 inclusive

LISTING OF OLD CAR NUMBERS AND  
CORRESPONDING NEW CAR NUMBERS

<u>OLD CAR NO.</u>	<u>NEW CAR NO.</u>	<u>OLD CAR NO.</u>	<u>NEW CAR NO.</u>
17860	43000	17301	43025
17999	43001	18043	43026
17821	43002	17822	43027
17435	43003	17875	43028
18017	43004	17974	43029
17805	43005	17955	43030
18015	43006	17991	43031
18006	43007	17848	43032
17831	43008	18031	43033
17921	43009	18033	43034
17897	43010	17545	43035
17880	43011	17869	43036
17881	43012	17953	43037
18045	43013	18041	43038
17840	43014	17920	43039
18029	43015	17901	43040
17918	43016	17817	43041
18038	43017	17828	43042
18044	43018	17845	43043
17914	43019	17994	43044
18012	43020	17959	43045
17989	43021	17863	43046
18030	43022	17907	43047
17782	43023	17878	43048
17913	43024	17801	43049

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CONTINUATION OF  
LISTING OF OLD CAR NUMBERS AND  
CORRESPONDING NEW CAR NUMBERS

<u>OLD CAR NO.</u>	<u>NEW CAR NO.</u>	<u>OLD CAR NO.</u>	<u>NEW CAR NO.</u>
17968	43050	17864	43075
18010	43051	17832	43076
17829	43052	18020	43077
17856	43053	17941	43078
17809	43054	17902	43079
18003	43055	17846	43080
17735	43056	18027	43081
17642	43057	17908	43082
17827	43058	17935	43083
17602	43059	17825	43084
18035	43060	18013	43085
17884	43061	17904	43086
18049	43062	17960	43087
17983	43063	17915	43088
17855	43064	17815	43089
17979	43065	17851	43090
17866	43066	18001	43091
17749	43067	17342	43092
17924	43068	17888	43093
17304	43069	17970	43094
18028	43070	18018	43095
18009	43071	18004	43096
17586	43072	18037	43097
17818	43073	17308	43098
17567	43074	17844	43099

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CONTINUATION OF  
LISTING OF OLD CAR NUMBERS AND  
CORRESPONDING NEW CAR NUMBERS

<u>OLD CAR NO.</u>	<u>NEW CAR NO.</u>	<u>OLD CAR NO.</u>	<u>NEW CAR NO.</u>
17739	43100	17370	43125
17973	43101	17669	43126
17757	43102	17632	43127
17932	43103	17402	43128
17927	43104	17517	43129
17808	43105	17626	43130
17961	43106	17456	43131
17969	43107	17588	43132
17893	43108	17491	43133
17985	43109	17711	43134
17952	43110	17424	43135
18016	43111	17507	43136
17605	43112	17361	43137
17934	43113	18034	43138
18032	43114	17819	43139
17641	43115	17317	43140
17906	43116	17499	43141
18011	43117	17479	43142
18023	43118	17995	43143
17940	43119	17591	43144
17911	43120	17329	43145
17841	43121	17341	43146
17978	43122	17394	43147
18008	43123	17775	43148
17813	43124	17535	43149

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CONTINUATION OF  
LISTING OF OLD CAR NUMBERS AND  
CORRESPONDING NEW CAR NUMBERS

<u>OLD CAR NO.</u>	<u>NEW CAR NO.</u>	<u>OLD CAR NO.</u>	<u>NEW CAR NO.</u>
17737	43150	17685	43175
17644	43151	17351	43176
17382	43152	17551	43177
17661	43153	17546	43178
17657	43154	17511	43179
17302	43155	17469	43180
17415	43156	17796	43181
17502	43157	17665	43182
17653	43158	17344	43183
17583	43159	17742	43184
17357	43160	17523	43185
17396	43161	17726	43186
17526	43162	17362	43187
17438	43163	17604	43188
17417	43164	17407	43189
17713	43165	17671	43190
17676	43166	17569	43191
17667	43167	17582	43192
17340	43168	17610	43193
17746	43169	17475	43194
17683	43170	17707	43195
17419	43171	17437	43196
17421	43172	17624	43197
17638	43173	17750	43198
17353	43174	17406	43199